



St. Louis Southwestern Railway Company

426

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

RECORDATION NO. 10134-H FILED 1425

August 16, 1989

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AUG 28 1989 -12 05 PM

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INTERSTATE COMMERCE COMMISSION

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9-240A022

Via Air Courier

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28944 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series G

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Fifth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 10, 1989, to Equipment Trust Agreement dated as of February 1, 1979, creating St. Louis Southwestern Railway Company Equipment Trust, Series G, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of February 1, 1979, recorded on February 23, 1979, at 2:35 PM, assigned Recordation No. 10134;

First Supplement to Equipment Trust Agreement dated as of August 6, 1979, recorded on August 8, 1979, at 2:35 PM, assigned Recordation No. 10134-A;

Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 10134-B;

a Southern Pacific subsidiary

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Third Supplement to Equipment Trust Agreement dated as April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10134-C;

Assignment and Transfer of Certain Road Equipment dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10134-D;

Fourth Supplement to Equipment Trust Agreement dated as of July 1, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10134-E; and

Assignment and Transfer of Certain Road Equipment dated as of July 1, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10134-F.

In connection with the recording of the Fifth Supplement and Assignment and Transfer, each dated as of July 10, 1989, to the Equipment Trust Agreement dated as of February 1, 1979, the following information is set forth:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Fifth Supplement:

Number of
Units

Description

2	70-ton Box Cars; FMC Corporation, builder; lettered SSW and numbered 51228 and 51230 (GRIP date - May, 1979).
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General Description of the Equipment Covered by the
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
1	100-ton Box Car; PACCAR, Inc. (Pacific Car and Foundry Company Division), Builder; lettered SSW and numbered 62818.

When the recording of the Fifth Supplement and Assignment
and Transfer have been completed, will you kindly endorse, with
the pertinent recording information, all executed counterparts
thereof, and return four (4) of the same to the undersigned.

Very truly yours,



Louis P. Warchot
Attorney for St. Louis
Southwestern Railway Company

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

RECORDED

10134-15

FILED 1425

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ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST

SERIES G

FIFTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of July 10, 1989

FIRST PENNSYLVANIA BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the tenth day of July, 1989, between First Pennsylvania Bank, N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and St. Louis Southwestern Railway Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of February 1, 1979, there was constituted the St. Louis Southwestern Railway Company Equipment Trust, Series G (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the unsuitable railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar

(\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of St. Louis Southwestern Railway Company Equipment Trust, Series G, the railroad equipment hereinafter described, to wit:

Number of
Units

Description

2

70-ton Box Cars; FMC Corporation, builder; lettered SSW and numbered 51228 and 51230 (GRIP Date - May 1979).

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Fifth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their

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*

respective corporate seals to be hereunto affixed, duly attested,
as of the day and year first above written.


FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

Attest:


Assistant Secretary

ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY

By 
Treasurer

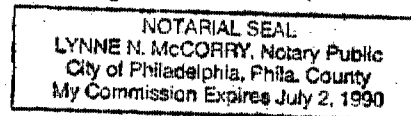
Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 28th day of July, 1989, before me personally appeared GEORGE J. RAYZIS, to me personally known, who, being by me duly sworn, says that he is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public



STATE OF CALIFORNIA

)

) ss.

CITY AND COUNTY OF SAN FRANCISCO)

On this 10th day of July, 1989, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of ST. LOUIS SOUTHWESTERN RAILWAY COMPANY; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenona M. J. Young
Notary Public

